

RECEIVED
SURFACE TRANSPORTATION
BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

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OF COUNSEL
URBAN A. LESTER

RECORDATION NO.

21763
FILED

OCT 30 '98

3-21PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 29, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of November 18, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55131

Lessee: Atlantic and Western Railway, Limited Partnership
100 Professional Park, Suite 302
Carrollton, Georgia 30117

A description of the railroad equipment covered by the enclosed document is:

one hundred seventy (170) boxcars bearing ATW reporting marks and numbers set forth on Exhibit A to the Lease

Counterparts - Billings, Montana

Mr. Vernon A. Williams
October 29, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

OCT 30 '98

3-21 PM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of November 18th, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Atlantic and Western Railway, Limited Partnership, a Georgia Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1762 dated November 18, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred seventy (170) 60' Plate E Boxcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NORRAIL, INC.

LESSEE: ATLANTIC AND WESTERN RAILWAY
LIMITED PARTNERSHIPBy [Signature]
(Signature)By [Signature]
(Signature)Title PresidentTitle: President, Rail Management and Consulting Corporation, its General PartnerAnd By Russell J. AdamsAddress: 100 Professional Park, Suite 302
Carrollton, GA 30117Title Vice PresidentAddress: 308 - 12th Avenue South
Buffalo, MN 55313

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

1. ATW 120001	44. ATW 120044	87. ATW 120087	129. ATW 120129
2. ATW 120002	45. ATW 120045	88. ATW 120088	130. ATW 120130
3. ATW 120003	46. ATW 120046	89. ATW 120089	131. ATW 120131
4. ATW 120004	47. ATW 120047	90. ATW 120090	132. ATW 120132
5. ATW 120005	48. ATW 120048	91. ATW 120091	133. ATW 120133
6. ATW 120006	49. ATW 120049	92. ATW 120092	134. ATW 120134
7. ATW 120007	50. ATW 120050	93. ATW 120093	135. ATW 120135
8. ATW 120008	51. ATW 120051	94. ATW 120094	136. ATW 120136
9. ATW 120009	52. ATW 120052	95. ATW 120095	137. ATW 120137
10. ATW 120010	53. ATW 120053	96. ATW 120096	138. ATW 120138
11. ATW 120011	54. ATW 120054	97. ATW 120097	139. ATW 120139
12. ATW 120012	55. ATW 120055	98. ATW 120098	140. ATW 120140
13. ATW 120013	56. ATW 120056	99. ATW 120099	141. ATW 120141
14. ATW 120014	57. ATW 120057	100. ATW 120100	142. ATW 120142
15. ATW 120015	58. ATW 120058	101. ATW 120101	143. ATW 120143
16. ATW 120016	59. ATW 120059	102. ATW 120102	144. ATW 120144
17. ATW 120017	60. ATW 120060	103. ATW 120103	145. ATW 120145
18. ATW 120018	61. ATW 120061	104. ATW 120104	146. ATW 120146
19. ATW 120019	62. ATW 120062	105. ATW 120105	147. ATW 120147
20. ATW 120020	63. ATW 120063	106. ATW 120106	148. ATW 120148
21. ATW 120021	64. ATW 120064	107. ATW 120107	149. ATW 120149
22. ATW 120022	65. ATW 120065	108. ATW 120108	150. ATW 120150
23. ATW 120023	66. ATW 120066	109. ATW 120109	151. ATW 120151
24. ATW 120024	67. ATW 120067	110. ATW 120110	152. ATW 120152
25. ATW 120025	68. ATW 120068	111. ATW 120111	153. ATW 120153
26. ATW 120026	69. ATW 120069	112. ATW 120112	154. ATW 120154
27. ATW 120027	70. ATW 120070	113. ATW 120113	155. ATW 120155
28. ATW 120028	71. ATW 120071	114. ATW 120114	156. ATW 120156
29. ATW 120029	72. ATW 120072	115. ATW 120115	157. ATW 120157
30. ATW 120030	73. ATW 120073	116. ATW 120116	158. ATW 120158
31. ATW 120031	74. ATW 120074	117. ATW 120117	159. ATW 120159
32. ATW 120032	75. ATW 120075	118. ATW 120118	160. ATW 120160
33. ATW 120033	76. ATW 120076	119. ATW 120119	161. ATW 120161
34. ATW 120034	77. ATW 120077	120. ATW 120120	162. ATW 120162
35. ATW 120035	78. ATW 120078	121. ATW 120121	163. ATW 120163
36. ATW 120036	79. ATW 120079	122. ATW 120122	164. ATW 120164
37. ATW 120037	80. ATW 120080	123. ATW 120123	165. ATW 120165
38. ATW 120038	81. ATW 120081	124. ATW 120124	166. ATW 120166
39. ATW 120039	82. ATW 120082	125. ATW 120125	167. ATW 120167
40. ATW 120040	83. ATW 120083	126. ATW 120126	168. ATW 120168
41. ATW 120041	84. ATW 120084	127. ATW 120127	169. ATW 120169
42. ATW 120042	85. ATW 120085	128. ATW 120128	170. ATW 120170
43. ATW 120043	86. ATW 120086		

STATE OF FLORIDA, COUNTY OF BAY TO WIT:

On this 18th day of November, 1997 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is the President of Rail Management and Consulting Corporation, the General Partner of Atlantic and Western Railway, Limited Partnership, a Georgia Corporation, that said instrument was signed on behalf of said Limited Partnership by proper authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Limited Partnership.

(Seal)

Ann S. Sellers

Notary Public

My commission expires: February 15, 2000

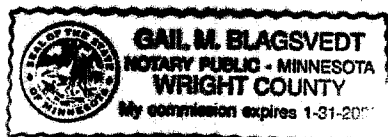


ANN S SELLERS
My Commission CC533083
Expires Feb. 15, 2000

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 18th day of November, 1997 before me personally appeared, Robert D. Johnson and Russell S. Adams, to me personally known, who being by me duly sworn, says that they are the President and Vice President, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000